

*LML  
Karas, J.*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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INTERNATIONAL BUSINESS MACHINES :  
CORPORATION,

Plaintiff,

v.

MARK D. PAPERMASTER,

Defendant.

-----  
MARK D. PAPERMASTER,

Counterclaim-Plaintiff,

v.

INTERNATIONAL BUSINESS MACHINES :  
CORPORATION,

Counterclaim-Defendant.

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x  
Case No. 08 Civ. 9078 (KMK)

**STIPULATION AND ORDER  
OF SUBSTITUTION OF COUNSEL**

<b>USDS SD</b>
<b>DOCUMENT</b>
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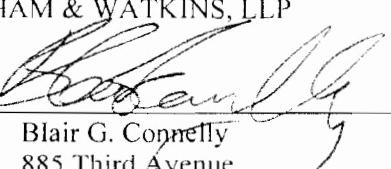
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IT IS HEREBY STIPULATED that pursuant to the instructions of the defendant

MARK D. PAPERMASTER, WEIL, GOTSHAL & MANGES LLP, shall be, and they  
hereby are, substituted for LATHAM & WATKINS, LLP, as attorneys for MARK D.  
PAPERMASTER.

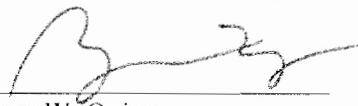
Dated: New York, New York  
November 26, 2008

LATHAM & WATKINS, LLP

By: 

Blair G. Connelly  
885 Third Avenue  
New York, New York 10022-4834  
Telephone: (212) 906-1200

WEIL, GOTSHAL & MANGES LLP

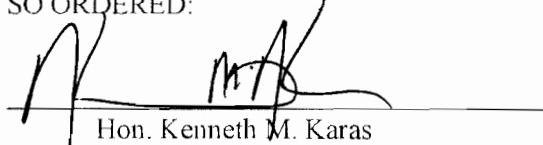
By: 

James W. Quinn  
Jeffrey S. Klein  
Bruce S. Meyer  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000

MARK D. PAPERMASTER

By: Mark D. Papermaster  
Mark D. Papermaster  
10206 Sausalito Drive  
Austin, TX 78759

SO ORDERED:

  
Hon. Kenneth M. Karas  
United States District Judge

Dated: 12/21/08

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

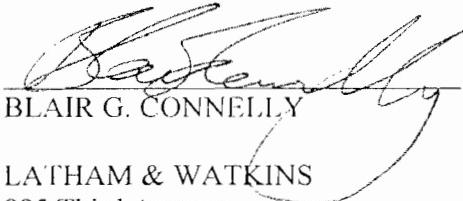
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INTERNATIONAL BUSINESS MACHINES :  
CORPORATION, : Case No. 08 Civ. 9078 (KMK)  
: Plaintiff, :  
v. :  
: DEFENDANT, :  
MARK D. PAPERMASTER, :  
: Defendant.  
----- x  
MARK D. PAPERMASTER, :  
: Counterclaim-Plaintiff, :  
v. :  
: Counterclaim-Defendant.  
----- x

BLAIR G. CONNELLY, affirms and says:

1. I am a member of the law firm of Latham & Watkins. I make this affirmation pursuant to Local Civil Rule 1.4 of the United States District Courts for the Southern and Eastern Districts of New York in support of the Stipulation and Order of Substitution of Counsel for defendant Mark D. Papermaster in this action, pursuant to which Weil, Gotshal & Manges LLP is to be substituted for Latham & Watkins as attorneys of record.

2. The substitution of counsel is based on the mutual consent of the defendant, withdrawing counsel and substituting counsel. The substitution will not affect the posture of the case or cause any delay.

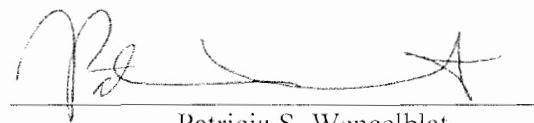
Dated: November 26, 2008  
New York, New York

  
BLAIR G. CONNALLY  
LATHAM & WATKINS  
885 Third Avenue  
New York, New York 10022  
(212) 906-1200

CERTIFICATE OF SERVICE

I, Patricia Wencelblat, an attorney at Weil, Gotshal & Manges LLP, attorneys for defendant Mark D. Papermaster, hereby certify under penalty of perjury, that on December 1, 2008, I caused a copy of the annexed **Stipulation and Order of Substitution of Counsel and Affidavit in Support of Substitution of Counsel** to be served by First Class Mail on:

Evan R. Chesler, Esq.  
Stephen S. Madsen, Esq.  
Cravath, Swaine & Moore LLP  
825 Eighth Avenue  
New York, New York 10019-7475  
(212) 474-1000  
Counsel for Plaintiff International Business Machines Corporation



Patricia S. Wencelblat